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10 **UNITED STATES DISTRICT COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12 **SOUTHERN DIVISION**

13 SECURITIES AND EXCHANGE  
14 COMMISSION,

15 Plaintiff,

16 vs.

17 ROBERT LOUIS CARVER; ROBERT  
18 LOUIS CARVER, II; JAMES LOWELL  
19 DEMERS; LINCOLN FUNDS  
20 INTERNATIONAL, INC., a Nevada  
21 corporation; and PAROPES  
22 CORPORATION, f/k/a BROOKSTONE  
23 CAPITAL, INC., a Nevada corporation,

24 Defendants,

25 LINCOLN BIOTECH VENTURES, L.P.;  
26 LINCOLN BIOTECH VENTURES II, L.P.;  
27 LINCOLN BIOTECH VENTURES III,  
28 L.P., and MacAUSLAN CAPITAL  
PARTNERS, LLC,

Relief Defendants.

Case No. SACV 08-627 CJC (RNBx)

**JUDGMENT OF PERMANENT  
INJUNCTION AGAINST JAMES  
LOWELL DEMERS**

1 The Securities and Exchange Commission having filed a Complaint and  
2 Defendant James Lowell DeMers ("Defendant") having entered a general  
3 appearance; consented to the Court's jurisdiction over Defendant and the subject  
4 matter of this action; consented to entry of this Judgment of Permanent Injunction  
5 without admitting or denying the allegations of the Complaint (except as to  
6 jurisdiction); waived findings of fact and conclusions of law; and waived any right  
7 to appeal from this Judgment:

8 **I.**

9 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that Defendant  
10 and Defendant's agents, servants, employees, attorneys, and all persons in active  
11 concert or participation with them who receive actual notice of this Judgment by  
12 personal service or otherwise are permanently restrained and enjoined from  
13 violating, directly or indirectly, Section 10(b) of the Securities Exchange Act of  
14 1934 (the "Exchange Act"), 15 U.S.C. § 78j(b), and Rule 10b-5 promulgated  
15 thereunder, 17 C.F.R. § 240.10b-5, by using any means or instrumentality of  
16 interstate commerce, or of the mails, or of any facility of any national securities  
17 exchange, in connection with the purchase or sale of any security:

- 18 (a) to employ any device, scheme, or artifice to defraud;  
19 (b) to make any untrue statement of a material fact or to omit to state a  
20 material fact necessary in order to make the statements made, in the  
21 light of the circumstances under which they were made, not  
22 misleading; or  
23 (c) to engage in any act, practice, or course of business which operates or  
24 would operate as a fraud or deceit upon any person.

25 **II.**

26 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
27 Defendant and Defendant's agents, servants, employees, attorneys, and all persons  
28 in active concert or participation with them who receive actual notice of this

Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 17(a) of the Securities Act of 1933 (the "Securities Act"), 15 U.S.C. § 77q(a), in the offer or sale of any security by the use of any means or instruments of transportation or communication in interstate commerce or by use of the mails, directly or indirectly:

- (a) to employ any device, scheme, or artifice to defraud;
- (b) to obtain money or property by means of any untrue statement of a material fact or any omission of a material fact necessary in order to make the statements made, in light of the circumstances under which they were made, not misleading; or
- (c) to engage in any transaction, practice, or course of business which operates or would operate as a fraud or deceit upon the purchaser.

### III.

IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that Defendant and Defendant's agents, servants, employees, attorneys, and all persons in active concert or participation with them who receive actual notice of this Judgment by personal service or otherwise are permanently restrained and enjoined from violating Section 5 of the Securities Act, 15 U.S.C. § 77e, by, directly or indirectly, in the absence of any applicable exemption:

- (a) Unless a registration statement is in effect as to a security, making use of any means or instruments of transportation or communication in interstate commerce or of the mails to sell such security through the use or medium of any prospectus or otherwise;
- (b) Unless a registration statement is in effect as to a security, carrying or causing to be carried through the mails or in interstate commerce, by any means or instruments of transportation, any such security for the purpose of sale or for delivery after sale; or
- (c) Making use of any means or instruments of transportation or

1 communication in interstate commerce or of the mails to offer to sell  
2 or offer to buy through the use or medium of any prospectus or  
3 otherwise any security, unless a registration statement has been filed  
4 with the Commission as to such security, or while the registration  
5 statement is the subject of a refusal order or stop order or (prior to the  
6 effective date of the registration statement) any public proceeding or  
7 examination under Section 8 of the Securities Act, 15 U.S.C. § 77h.

8 **IV.**

9 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
10 Defendant and Defendant's agents, servants, employees, attorneys, and all persons  
11 in active concert or participation with them who receive actual notice of this  
12 Judgment by personal service or otherwise are permanently restrained and enjoined  
13 from violating, directly or indirectly, Section 206(1) and (2) of the Investment  
14 Advisers Act of 1940 (the "Advisers Act"), 15 U.S.C. § 80b-6, by using the mails  
15 or any means or instrumentality of interstate commerce:

- 16 (a) to employ any device, scheme, or artifice to defraud any client or  
17 prospective client; or  
18 (b) to engage in any act, practice, or course of business which operates as  
19 a fraud or deceit upon any client or prospective client.

20 **V.**

21 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
22 Defendant and Defendant's agents, servants, employees, attorneys, and all persons  
23 in active concert or participation with them who receive actual notice of this  
24 Judgment by personal service or otherwise are permanently restrained and enjoined  
25 from violating, directly or indirectly, Section 206(4) of the Advisers Act, 15 U.S.C.  
26 § 80b-6, and Rule 206(4)-8 thereunder, 17 C.F.R. § 275.206(4)-8, by using the  
27 mails or any means or instrumentality of interstate commerce:

- 28 (a) to engage in any act, practice, or course of business which is

1 fraudulent, deceptive, or manipulative; or  
2 (b) to make any untrue statement of material fact or to omit to state a  
3 material fact necessary to make the statements made, in light of the  
4 circumstances under which they were made, not misleading,  
5 to any investor or prospective investor in a pooled investment vehicle.

6 **VI.**

7 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
8 Defendant and Defendant's agents, servants, employees, attorneys, and all persons  
9 in active concert or participation with them who receive actual notice of this  
10 Judgment by personal service or otherwise are permanently restrained and enjoined  
11 from violating, directly or indirectly, Section 15(a) of the Exchange Act, 15 U.S.C.  
12 § 78o, which makes it unlawful for any broker or dealer which is either a person  
13 other than a natural person or a natural person, to make use of the mails or any  
14 means or instrumentality of interstate commerce to effect any transactions in, or to  
15 induce or attempt to induce the purchase or sale of, any security (other than an  
16 exempted security or commercial paper, bankers' acceptances, or commercial bills)  
17 unless such broker or dealer is registered in accordance with subsection (b) of  
18 Section 15, 15 U.S.C. § 78o(b).

19 **VII.**

20 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that  
21 Defendant shall pay disgorgement of ill-gotten gains, prejudgment interest thereon,  
22 and a civil penalty pursuant to Section 20(d) of the Securities Act, 15 U.S.C. §  
23 77t(d), and Section 21(d)(3) of the Exchange Act, 15 U.S.C. § 78u(d)(3). The  
24 Court shall determine the amounts of the disgorgement and civil penalty upon  
25 motion of the Commission. Prejudgment interest shall be calculated from the date  
26 of each offering, based on the rate of interest used by the Internal Revenue Service  
27 for the underpayment of federal income tax as set forth in 26 U.S.C. § 6621(a)(2).  
28 In connection with the Commission's motion for disgorgement and/or civil

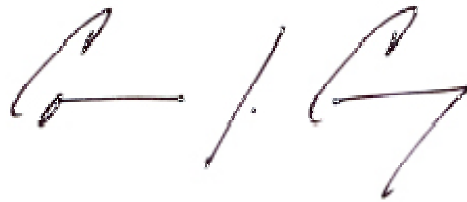
1 penalties, and at any hearing held on such a motion: (a) Defendant will be  
2 precluded from arguing that he did not violate the federal securities laws as alleged  
3 in the Complaint; (b) Defendant may not challenge the validity of the Consent or  
4 this Judgment; (c) solely for the purposes of such motion, the allegations of the  
5 Complaint shall be accepted as and deemed true by the Court; and (d) the Court  
6 may determine the issues raised in the motion on the basis of affidavits,  
7 declarations, excerpts of sworn deposition or investigative testimony, and  
8 documentary evidence, without regard to the standards for summary judgment  
9 contained in Rule 56(c) of the Federal Rules of Civil Procedure. In connection  
10 with the Commission's motion for disgorgement and/or civil penalties, the parties  
11 may take discovery, including discovery from appropriate non-parties.

12 **VIII.**

13 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that the  
14 Consent is incorporated herein with the same force and effect as if fully set forth  
15 herein, and that Defendant shall comply with all of the undertakings and  
16 agreements set forth therein.

17 **IX.**

18 IT IS FURTHER ORDERED, ADJUDGED, AND DECREED that this  
19 Court shall retain jurisdiction of this matter for the purposes of enforcing the terms  
20 of this Judgment and to determine disgorgement, prejudgment interest, and any  
21 civil penalty.

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24 Dated: September 24, 2008

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HONORABLE CORMAC J. CARNEY  
26 UNITED STATES DISTRICT JUDGE  
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